

**BYLAWS
OF
HYPERTRANSPORT TECHNOLOGY CONSORTIUM**

Bylaws of the HyperTransport Technology Consortium

ARTICLE 1 DEFINITIONS

SECTION 1.1 **Act** means the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann., art. 1396-1.01 et seq.

SECTION 1.2 **Adopter Member** means any entity that has executed a members' agreement promulgated by the Corporation as an Adopter Member and has delivered it to the Corporation in accordance with the terms of these Bylaws, and the Affiliates of such Adopter Member who have agreed to be bound by such members' agreement.

SECTION 1.3 **Affiliate** means an entity that directly or indirectly Controls, is Controlled by, or is under common Control with another entity, so long as such Control exists.

SECTION 1.4 **Code** means the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States.

SECTION 1.5 **Contributor Member** means an entity that has executed a members' agreement promulgated by the Corporation as a Contributor Member and has delivered it to the Corporation in accordance with the terms of these Bylaws, and the Affiliates of such Contributor Member who have agreed to be bound by the terms of such members' agreement.

SECTION 1.6 **Control** means control or ownership of (a) more than fifty percent (50%) an entity's outstanding shares of stock entitled to vote for the election of directors or similar managing authority of that entity or (b) in the case of an entity not having outstanding shares or securities, more than fifty percent (50%) of the right to make decisions for that entity.

SECTION 1.7 **Corporation** means HyperTransport Technology Consortium.

SECTION 1.8 **Delegate** means an individual appointed by a Promoter Member to attend a meeting of the Executive Committee in place of the Promoter Member's employee that is a Director on the Executive Committee, in accordance with Section 4.6.

SECTION 1.9 **Director** means an individual who is appointed or elected to be a member of the Executive Committee in accordance with the terms of these Bylaws.

SECTION 1.10 **Executive Committee** means the Board of Directors of the Corporation.

SECTION 1.11 **Member** means a member of the Corporation that is accepted for membership in accordance with the provisions of Article 12, including Promoter Members, Contributor Members, and Adopter Members, unless the context otherwise requires.

SECTION 1.12 **Promoter Member** means an entity that has executed a members' agreement promulgated by the Corporation as a Promoter Member and has delivered it to the Corporation in accordance with the terms of these Bylaws, and the Affiliates of such Promoter Member who have agreed to be bound by the terms of such members' agreement.

SECTION 1.13 **Specification(s)** means and includes the following documents pertaining to a high speed, high performance link that interconnects circuits primarily for use in the networking and telecommunications industries: (a) the document entitled "HyperTransport Specification" as finally adopted by the Promoter Members, (b) any updates as finally adopted and approved for release by the Promoter Members, and (c) draft specifications consisting of proposals and documents entitled "HyperTransport Specifications" in non-final form being considered by the Corporation prior to adoption as a Specification until a final form is adopted.

SECTION 1.14 **Task Force** means a group of Members that is established by a Working Group for a purpose to be defined by the Working Group in accordance with the terms of these Bylaws.

SECTION 1.15 **Working Group** means a group of Promoter Members and/or Contributor Members that is established by the Executive Committee in accordance with the terms of these Bylaws.

ARTICLE 2 PRINCIPAL OFFICE

The principal office of the Corporation shall be at such location as the Executive Committee may at any time and from time to time determine.

ARTICLE 3 PURPOSE

SECTION 3.1 **PURPOSE**

The Corporation is organized, operated and shall be administered exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve business conditions among, members of the networking, telecommunications, computer and high performance embedded applications industries, within the meaning of Section 501(c)(6) of the Code and its Regulations as they now exist or as they may hereafter be amended, and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not engage in a regular business of any kind ordinarily carried on for profit nor conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code and its Regulations as they may now exist or as they may hereafter be amended.

The Corporation will promote the common business interests of providers to the networking, telecommunications, computer and high performance embedded applications industries through the conduct of a forum for the development of the Specifications and related activities that:

- (i) support the creation and evaluation of interoperable, scalable and reliable I/O products, networking and communications systems and technologies;
- (ii) are based on a high performance, packet-switched, system-level interconnect that addresses the needs of a broad range of networking, telecommunications, computer and high performance embedded applications products and technologies; and
- (iii) are limited to those elements required to enable, promote, or improve communications, interoperability and connectivity between products developed in compliance with the Specifications.

The purpose of the Corporation includes promoting the Specifications as industry-wide communication and networking standards for chip-to-chip communications, issuing design guidelines relating to the Specifications; presenting activities that promote the use of the Specifications; and providing for the licensing or publication of the Specifications.

The Specifications may include information directing specific implementations only as necessary to enable, promote and/or improve communications, interoperability, and connectivity between products developed in compliance with the Specifications. The Corporation does not intend to include in the Specifications, or provide for the licensing of, enabling technologies or other matters that the Executive Committee may exclude from the scope of the Specifications.

This Section may not be amended except by the unanimous vote of the Executive Committee.

ARTICLE 4 EXECUTIVE COMMITTEE

SECTION 4.1 POWERS OF EXECUTIVE COMMITTEE

Subject to the provisions of the Act and any limitations in these Bylaws relating to action required to be taken or approved by the Members of this Corporation, the Corporation's activities and affairs shall be managed by, and all corporate powers shall be exercised by or under the direction of, its Board of Directors, which is referred to herein as the “**Executive Committee.**”

SECTION 4.2 NUMBER OF INDIVIDUALS ON EXECUTIVE COMMITTEE

The Executive Committee shall consist of a minimum of three (3) and a maximum of ten (10) Directors. The number of Directors set forth in the previous sentence shall be maintained, unless and until changed by an affirmative vote of at least two-thirds (2/3) of the Executive Committee; provided, however, that there shall never be less than three (3) Directors.

SECTION 4.3 DUTIES OF EXECUTIVE COMMITTEE

It shall be the duty of the Executive Committee to:

- (a) Assure that the Corporation confines its activities to those in furtherance of its purpose;
- (b) Perform all duties imposed on them collectively or individually by law, or by these Bylaws;
- (c) Meet at such times and places as required by these Bylaws;
- (d) Register the addresses of the Directors with the Secretary of the Corporation (in which event notices of meetings provided to the Directors at such addresses shall be valid notices thereof);
- (e) Elect annually officers of the Corporation who shall perform all duties as required by these Bylaws;
- (f) Establish the technical direction for the Corporation;
- (g) Elect annually Working Group Chairs or Co-Chairs;
- (h) Establish the charter for, form, and disband Working Groups as appropriate to conduct the work of the Corporation;
- (i) Approve the Corporation's annual budget; provided, however, that if the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior annual budget, to the extent practical, until a current annual budget is approved;
- (j) Establish annual dues for all Member classes and establish privileges and benefits for all classes of Members consistent with these Bylaws;
- (k) Administer and establish policies consistent with the members' agreements executed by each class of Members;
- (l) Amend the members' agreements as needed;

- (m) Supervise the development of, and approve, the Specification or drafts thereof for limited or public release;
- (n) Adopt, license and/or publish the Specifications and other documents developed by the Working Groups in furtherance of the purpose of the Corporation, and revisions thereto; and
- (o) Take other action that it deems appropriate in furtherance of the purpose of the Corporation.

SECTION 4.4 COMPOSITION OF EXECUTIVE COMMITTEE

During the first year of the Corporation's existence, the Executive Committee shall be comprised of individuals appointed by the Promoter Members, initially including the following corporations: Advanced Micro Devices, Inc., Sun Microsystems, Inc., API NetWorks, Inc., Cisco Systems, Inc., Apple Computer, Nvidia Corporation and PMC-Sierra. During the existence of the Corporation, each Promoter Member shall appoint one individual to the Executive Committee to serve as a Director. No more than one (1) Director serving on the Executive Committee may be employed by the same Member.

During the first year of the Corporation's existence, only the class of Promoter Members shall have the right to appoint the individuals who will serve on the Executive Committee as Directors.

After the first year of the existence of the Corporation, each Contributor Member may nominate a candidate for a Director position(s) on the Executive Committee that is not filled by a Director appointed by a Promoter Member in accordance with the foregoing paragraph, provided that the number of Director positions that may be filled by Contributor Member candidates shall not exceed fifty percent (50%) of the number of Directors appointed by Promoter Members and that any Director positions filled by Contributor Member candidates shall have a one-year term. For example, if there are only six Promoter Members that have appointed Directors to the Executive Committee and there are also four vacant Director positions on the Executive Committee, then Contributor Members may only nominate candidates for three of the four vacant Director positions because of the fifty percent (50%) limitation. The Executive Committee shall ensure that at least one Director position shall be available for Contributor Member candidates at each annual election.

Each potential Director candidate that is not appointed by a Promoter Member must be supported by a written petition signed by at least twenty percent (20%) of the existing Promoter Members and Contributor Members before being nominated by a Contributor Member. The vacant Director positions on the Executive Committee will then be elected from among the nominees by a vote of all the Promoter Members and Contributor Members as described in Section 13.7. A candidate elected in accordance with the foregoing provisions shall become a Director for one year if (i) such candidate receives the affirmative vote of a majority of Promoter Members and Contributor Members, (ii) the nominating Contributor Member pays the fees set forth herein to be a Promoter Member, and (iii) the Contributor Member signs a members' agreement as a Promoter Member that shall be

effective for only a one-year period while the candidate nominated by such Contributor Member serves as a Director.

SECTION 4.5 QUALIFICATIONS

An individual serving on the Executive Committee as a Director appointed by a Promoter Member must be an employee of the Promoter Member. If an individual whose employer is not a Promoter Member is elected to serve on the Executive Committee in accordance with Section 4.4 above, such individual's employer must become a Promoter Member for the one-year term of the individual's service as a Director on the Executive Committee and assume all of the obligations of such membership before the individual may serve. An individual's tenure as a Director shall automatically terminate if such individual ceases to be an employee of the Member by whom such individual was employed at the time of such individual's election or appointment, or if such individual's employer ceases to be or fails to become a Promoter Member.

An individual serving on the Executive Committee as a Director is expected to attend, in person or by telephone, at least seventy-five percent (75%) of all duly noticed Executive Committee meetings during any twelve (12) month period, and not to be absent from three (3) consecutive meetings during such period, or to make available a suitable Delegate for such meetings. If an individual does not meet this requirement, the individual is subject to removal as provided in Section 4.7.

SECTION 4.6 DELEGATES

If a Director appoints a Delegate to attend Executive Committee meetings in accordance with this Section 4.6, the Director shall give the President prior written notice of such appointment. Delegates appointed by Directors shall serve on the Executive Committee only until the earlier to occur of (i) adjournment of the meeting for which such Delegate is appointed or (ii) arrival at such meeting of the Director whose absence resulted in the appointment of the Delegate. Such Delegate for the Director shall have all of the rights, including voting rights, limited liability and indemnification rights, and duties of a Director for the duration such Delegate's appointment.

SECTION 4.7 VACANCIES, RESIGNATIONS, REMOVALS

Vacancies of the Directors on the Executive Committee shall exist: (1) whenever the number of Directors on the Executive Committee is increased, or (2) whenever a Director on the Executive Committee is removed or resigns or such Director's tenure otherwise terminates.

Any Director serving on the Executive Committee may resign or be replaced by such Director's employer effective upon giving written notice to the Secretary or all members of the Executive Committee, unless the notice specifies a later time for the effectiveness of such resignation.

Directors serving on the Executive Committee may be removed by an affirmative vote of seventy-five percent (75%) of the Executive Committee.

Additionally, in accordance with Section 4.5, the Executive Committee may by affirmative vote of seventy-five percent (75%), remove a Director serving on the Executive Committee, who without a leave of absence approved by the President, fails to attend three (3) consecutive meetings or is absent from more than twenty-five percent (25%) of meetings during a twelve (12) month period.

If two (2) or more Promoter Members that have employees serving on the Executive Committee become Affiliates, only one (1) of their employees may remain on the Executive Committee as a Director and the tenure of the other employee(s) on the Executive Committee shall automatically terminate.

SECTION 4.8 FILLING VACANCIES OF DIRECTORS

A vacancy of a Director shall be filled by an employee of the Promoter Member who appointed the Director whose resignation or removal created the vacancy. If such Promoter Member has ceased to exist, has become an Affiliate of another Promoter Member, or has failed to remain a Promoter Member, the Executive Committee, by the affirmative vote of two-thirds (2/3) of the remaining Directors, may fill the vacancy by appointing an individual who is employed by a Member willing to become a Promoter Member. The individual appointed to fill a vacancy shall serve until the next annual meeting of the membership, at which time the position shall be filled by election in accordance with the provisions of Section 4.4.

SECTION 4.9 TERM OF OFFICE

A Director appointed by a Promoter Member to serve on the Executive Committee shall serve at the discretion of such Promoter Member. A Director who is elected pursuant to Section 4.4 shall serve a one (1) year term, subject thereafter to reelection or reappointment to successive terms in accordance with Section 4.4.

SECTION 4.10 COMPENSATION

Except as provided in Section 5.8, Directors shall serve without compensation from the Corporation.

SECTION 4.11 PLACE OF MEETINGS

Regular Executive Committee meetings shall be held at places and times agreed to by the majority of the Executive Committee.

SECTION 4.12 ANNUAL MEETING

The annual meeting of the Executive Committee shall be held immediately following the annual meeting of Members.

SECTION 4.13 REGULAR AND SPECIAL MEETINGS

Regular and special meetings of the Executive Committee may be called by the President or by one-third (1/3) of the Directors of the Executive Committee.

SECTION 4.14 NOTICE OF MEETINGS

Unless otherwise provided in these Bylaws or by provisions of law, the following provisions shall govern the giving of notice for meetings of the Executive Committee:

- (a) Annual Meetings. At least thirty (30) days' prior written notice shall be given by the Secretary to each Director and other Members of the Corporation.
- (b) Regular and Special Meetings. At least fourteen (14) calendar days' prior written notice shall be given by the Secretary to each Director (and, in addition, to one Delegate for each Director who designates a Delegate for purposes of notice) of each regular and special meeting of the Executive Committee.

Such notice may be given personally or by postal mail, by express mail, by courier, by facsimile machine, or by electronic message with return confirmation. The notice shall be deemed delivered on the day it is personally delivered, or on the next business day if it is sent by express mail or by courier. If the notice is given by electronic message or by facsimile, it shall be deemed delivered on the next business day after it is sent, or, if it is given by mail, three (3) days after it is sent by first-class mail, postage prepaid. Such notice shall state the place, date, time and proposed duration of the meeting.

A valid meeting may be called and held on shortened notice if a shorter notice is approved in writing or by electronic message by all Directors, or if all Directors attend the meeting.

Meetings held and actions taken without notice as provided in these Bylaws shall be valid if each Director entitled to notice (i) attends the meeting without protesting lack of notice either before or when such meeting convenes; or (ii) signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, either before or after the meeting and such written consents or approvals are filed with the records of the meeting.

A meeting may extend beyond the proposed duration stated in the notice only if such extension is approved by all Directors and Director's Delegates who are present at the meeting.

SECTION 4.15 AGENDA REQUIREMENTS – POSTPONEMENT OF A MEETING

A notice required by Section 4.14 shall also state all agenda items known at the time the notice is given. Additional agenda items may be added up to twenty-four (24) hours prior to the time of the meeting. A matter not on the agenda may be taken up at a meeting provided

that at least three (3) Directors or Directors' Delegates present at the meeting determine that such matter is of an urgent nature and approve placing the matter on the agenda.

However, no action may be taken or motion passed at any meeting if the adoption of the action or passage of the motion requires more than the affirmative vote of a majority of the Directors currently serving on the Executive Committee, unless the subject matter of the proposed action or motion was generally stated on an agenda delivered at least seven (7) days prior to the meeting, or unless each Director who is not present at the meeting has agreed prior to the meeting that the action or motion may be considered and passed. Further, even if seven (7) days notice was given, the Executive Committee shall (on a "one time" basis) postpone consideration of any action or motion for at least fourteen (14) additional days, upon the written request received prior to the meeting from any Director who is unable to be present at the noticed meeting when such matter was to be first considered, and who is also unable to send to the meeting a suitable Delegate.

SECTION 4.16 QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

A quorum shall consist of two-thirds (2/3) of the number of Directors currently serving on the Executive Committee as Directors. However, a Delegate who is appointed by a Director for a particular meeting shall be counted as a Director in determining whether a quorum exists for that particular meeting. Accordingly, for example, so long as the Executive Committee is composed of nine (9) Directors, the quorum is six (6), where the six (6) may be comprised of either or both Directors or Delegates of Directors present at a meeting in person or as provided by Section 4.20.

SECTION 4.17 EXECUTIVE COMMITTEE ACTION

Every action taken by the affirmative vote of Directors and Delegates of Directors in attendance at a meeting, if the number of affirmative votes equals or exceeds the number equal to a majority of the individuals currently serving as Directors on the Executive Committee, is the action of the Executive Committee, unless Section 4.18, another section of these Bylaws, or provisions of law require a greater or different voting percentage or different rules for approval of a matter by the Executive Committee.

SECTION 4.18 REQUIRED VOTING PERCENTAGES

The following voting percentages shall be required for any motion, act or decision to be an action of the Executive Committee with respect to the following matters:

Matter to be Voted On	Number of Affirmative Votes Required
(a) General business matters	Majority of the number of Directors currently serving on the Executive Committee.
(b) Establishing the charter of, or materially changing the charter of a Working Group	Majority of the number of Directors currently serving on the Executive Committee.
(c) Approval, adoption and/or release of Specifications or a Design Guideline	Two-thirds of the number of Directors currently serving on the Executive Committee.
(d) Overriding decisions made by Working Groups	Two-thirds of the number of Directors currently serving on the Executive Committee.
(e) Removal of a Director or Delegate appointed by the Director	Three-quarters of the number of Directors currently serving on the Executive Committee.
(f) Revocation of Promoter Member Status	The number of Directors currently serving on the Executive Committee, minus one.
(g) Termination of the membership of a Promoter Member	The number of Directors currently serving on the Executive Committee minus one.
(h) Termination of the membership of Contributor and Adopter Members	Two-thirds of the number of Directors currently serving on the Executive Committee.
(i) Determination of Fees and Dues	Majority of the number of Directors currently serving on the Executive Committee.
(j) Election of Officers	Two-thirds of the number of Directors currently serving on the Executive Committee.

The term “number of Directors currently serving on the Executive Committee,” as used in these Bylaws, refers to the number of elected or appointed individuals serving as Directors at the time of determination, or the Delegates of such individuals. If an individual serving on the Executive Committee, whether a Director or an appointed Delegate, is present at a meeting, but abstains from voting on a matter, for purposes of that vote, the “number of Directors currently serving on the Executive Committee” shall not be reduced.

SECTION 4.19 CONDUCT OF MEETINGS

The Executive Committee shall be presided over by the President or, in the President’s absence, by the Secretary or by a temporary chairperson chosen by two-thirds of the Executive Committee present at the meeting. The Secretary of the Corporation shall act as

secretary of all meetings of the Executive Committee, provided that, in the Secretary's absence, the President shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Executive Committee, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with provisions of law.

SECTION 4.20 MEETINGS BY TELEPHONE OR VIDEO CONFERENCE

Directors may participate in a regular or special meeting through use of conference telephone, videoconference, or similar communications device, or in person, so long as all people participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence at such meeting for all purposes, including the existence of a quorum and voting. Any Director who is not present at a meeting, but participates in accordance with the foregoing terms, shall ensure that the confidentiality of the meeting is maintained.

SECTION 4.21 EXECUTIVE COMMITTEE ACTION WITHOUT A MEETING

Any action that the Executive Committee is required or permitted to take may be taken without a meeting if (1) all Directors receive notice of the proposed action in accordance with Section 4.14, and (2) the number of Directors required for consent during a meeting consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Executive Committee. All consents shall be filed with the minutes of the proceedings of the Executive Committee.

SECTION 4.22 LIABILITY

A Director or officer of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the Director's capacity as a Director or the officer's capacity as an officer, except that this Section 4.22 does not eliminate or limit the liability of a Director or officer for:

- (a) a breach of a Director's or an officer's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith or that constitutes a breach of duty of the Director or officer to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a Director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's or officer's duties; or
- (d) an act or omission for which the liability of a Director or officer is expressly provided for by an applicable statute.

If the Texas Miscellaneous Corporation Laws Act or the Act is amended to authorize action further eliminating or limiting the personal liability of the Directors or officers of the Corporation, then the liability of a Director or an officer of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall not adversely affect any right of protection of a Director or officer of the Corporation existing at the time of such repeal or modification.

SECTION 4.23 INDEMNIFICATION

Except as set forth in Section 4.22, the Corporation shall indemnify and hold harmless its Directors and officers to the fullest extent permitted by law from any damage, loss, reasonable costs and fees incurred, or liability that results from service as a Director or an officer of the Corporation or service at the request of the Corporation with another entity. Such indemnification may include, without limitation, advancing the Director's or officer's reasonable expenses. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses), to the fullest extent permitted by law, such other persons (including, without limitation, an employee or agent of the Corporation or any person who is or was acting at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) as the Executive Committee may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such person to the fullest extent permitted by law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

SECTION 4.24 INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Executive Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including individuals serving on the Executive Committee and employees or other agents of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

ARTICLE 5 OFFICERS

SECTION 5.1 DESIGNATION OF OFFICERS

The officers of the Corporation shall be a President, a Secretary, and a Webmaster. The Corporation may also have other officers with such titles as may be determined from time to time by the Executive Committee. All officers, other than the President, shall be employees of Promoter Members. No officer, other than the President, may also be a Director. The same person may not concurrently hold more than one office.

SECTION 5.2 ELECTION AND TERM OF OFFICE

The officers shall initially be elected by the Executive Committee at the organizational meeting of the Executive Committee and shall serve for the first year of the Corporation's existence and until their successors have been duly elected and qualified. After the first year of the Corporation's existence, all officers shall be elected by the affirmative vote of two-thirds (2/3) of the Directors at the annual meeting of the Executive Committee, and each officer shall hold office for one (1) year or until such officer resigns or is removed or is otherwise disqualified to serve, or until such officer's successor shall be elected, whichever occurs first.

SECTION 5.3 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Executive Committee at any time. Any officer may resign at any time by giving written notice to the Executive Committee or to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled, either temporarily or permanently, by the Executive Committee. In case of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until the Executive Committee shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Executive Committee may or may not be filled, as the Executive Committee shall determine.

SECTION 5.5 DUTIES OF PRESIDENT

The President shall be the president of the Corporation and shall, subject to the control of the Executive Committee, supervise and control the affairs of the Corporation and the activities of the officers. The President shall preside over meetings of the Executive Committee. The President shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Executive Committee.

SECTION 5.6 DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Corporation or at such other place as the Executive Committee may determine, in paper or electronic form, a book of minutes of all meetings of

the Executive Committee, and, if applicable, meetings of committees of the Executive Committee and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Advise the Members in writing of all results of any election of Directors.

(e) Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

(f) Keep at the principal office of the Corporation or at such other place as the Executive Committee may determine, in paper or electronic form, a membership book containing the name and address of each and any Members, and, in the case where any membership has terminated, shall record such fact in the membership book together with the date on which such membership ceased.

(g) Exhibit at all reasonable times to any Promoter Member of the Corporation, or to the agent or attorney of any Promoter Member, on request therefor, the Bylaws, a list of Members, and the minutes of the proceedings of the Executive Committee.

(h) Exhibit at all reasonable times to any Member of the Corporation, or to such Member's agent or attorney, on request therefore, the Bylaws, a list of Members, and the minutes of the proceedings of the Members of the Corporation.

(i) Act as secretary at Executive Committee meetings.

(j) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Executive Committee.

(k) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

(l) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Executive Committee, taking proper vouchers for such disbursements.

(m) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(n) Exhibit at all reasonable times the books of account and financial records to any Promoter Member, or to agent or attorney of any Promoter Member, on request therefor.

- (o) Render to the Promoter Members, whenever requested, an account of any or all of such individual's transactions as Secretary and of the financial condition of the Corporation.
- (p) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (q) Be responsible for overseeing tax matters for the Corporation.
- (r) Be responsible for scheduling and setting up meetings of the Executive Committee and membership.
- (s) Be responsible for facilitating communication between Members, including providing timely notices of meetings.
- (t) Be responsible for acting as the liaison to other consortiums or associations with which the Corporation may choose to associate.
- (u) Be responsible for providing individuals on the Executive Committee and Members with timely minutes, summaries and other reports with respect to the activities of the Corporation.
- (v) Be responsible for receiving and processing membership applications.
- (w) Collect dues, fees, and assessments, as determined by the Executive Committee, and use the dues, fees and assessments it collects only (i) to pay such administrative costs as the Executive Committee reasonably deems appropriate; (ii) to pay the expenses of any materials or workshops that the Corporation may furnish to the Members; and (iii) for any other purposes that the Executive Committee may authorize consistent with the purpose, these Bylaws and the Membership Agreement.
- (x) Open, in the name of the Corporation, such federally insured bank accounts as the Secretary reasonably may deem appropriate and hold all dues and fees it collects from Members in those accounts until disbursement in accordance with the policies and procedures established by the Executive Committee.
- (y) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to such officer from time to time by the Executive Committee.

Subject to approval by the Executive Committee, the Secretary may engage third parties to undertake any of the foregoing activities, provided that the Secretary enters into appropriate contracts protective of the Corporation, and ensures compliance with the terms and conditions of these Bylaws including confidentiality obligations.

SECTION 5.7 DUTIES OF WEBMASTER

The Webmaster shall:

- (a) Implement or supervise the implementation of the web page specifications of the Marketing Working Group.
- (b) See that all Specifications approved for release to Members are posted on the Corporation's web site.
- (c) Obtain web hosting services for the Corporation's web site.
- (d) Be custodian and maintain the Corporation's web site.
- (e) Provide updates on the status of the Corporation's web site at the direction of the Executive Committee or Working Group formed by the Executive Committee.

Subject to approval by the Executive Committee, the Webmaster may engage third parties to undertake any of the foregoing activities, provided that the Webmaster enters into appropriate contracts protective of the Corporation, and ensures compliance with the terms and conditions of these Bylaws including confidentiality obligations.

SECTION 5.8 COMPENSATION

The officers shall serve without compensation, unless reasonable compensation is authorized in the following manner:

- (a) the compensation arrangement is approved by a unanimous vote minus one (1) of the Directors currently serving on the Executive Committee, excluding Executive Committee members who have a conflict of interest with respect to the arrangement as defined in Section 4958 of the Code;
- (b) the Executive Committee obtains and relies upon appropriate data as to comparability as defined in Section 4958 of the Code before making its determination; and
- (c) the Executive Committee adequately documents the basis for its determination concurrently with making that determination.

ARTICLE 6 WORKING GROUPS

SECTION 6.1 WORKING GROUPS

The Corporation shall have such Working Groups as may from time to time be determined by the Executive Committee. The Working Groups shall have only those powers delegated by the Executive Committee, shall act in an advisory capacity to the Executive Committee and shall report directly to the Executive Committee. Initially, there will be two (2) standing Working Groups, which shall be the Technical Working Group and the Marketing Working Group. In addition to employees of Promoter Members, the Working Groups may further consist of persons who are employees of Contributor Members. The Technical Working Group shall coordinate, review, approve or disapprove all architectural matters relating to the Specifications (subject to the ultimate authority of Executive Committee) and propose a Specification for review and release by the Executive Committee. The Marketing Working Group shall be responsible for all marketing and public communications activities of the Corporation, except that the Executive Committee must approve all positioning and any official collateral indicating such positioning prior to release thereof. Furthermore, both the Technical Working Group and the Marketing Working Group shall coordinate, review, authorize, approve or disapprove such activities as proposed and carried out by its subordinate Task Forces. No Working Group shall be delegated the power and authority of the Executive Committee in the management of the Corporation unless all of the members of such Working Group shall be Directors.

SECTION 6.2 MEETINGS AND ACTION OF WORKING GROUPS

Meetings of the Working Groups shall be governed by, noticed, held and taken in accordance with policies and procedures established by the Working Groups, as approved or ratified by the Executive Committee. Notice of the time and place and purpose of holding any meeting of a Working Group shall be given by the chair of the Working Group to the persons entitled to participate in such meeting at least fourteen (14) calendar days prior to the scheduled date for the meeting. The Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of Working Groups to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 6.3 COMPOSITION OF WORKING GROUPS

The Executive Committee shall select the chair or co-chairs of a Working Group. Such chair or co-chairs shall serve for a one (1) year term and until their successors are duly selected. Each Promoter Member shall be entitled to have an employee included in any Working Group. All Contributor Members and Promoter Members of the Corporation, in good standing, are eligible to submit a request to a Working Group chair or co-chairs to have an employee included in a Working Group. From the Contributor Member requests, a Working Group chair or co-chairs shall propose the remaining individuals to serve on a Working Group and submit this proposal to the Executive Committee for approval. A minimum of one-third of the total number of members of any Working Group shall be reserved for

employees of Contributor Members. If the Working Group chairs or co-chairs cannot decide on the remaining individuals to serve, the Executive Committee shall select the remaining individuals to serve on a Working Group.

SECTION 6.4 TASK FORCES

Any Working Group may, in its discretion, establish Task Forces subordinate to a Working Group to deal with individual topics or sections of a proposal. Members of a Working Group will elect the chair or co-chairs, if any, of each Task Force. Each Promoter Member shall be entitled to have an employee included in a Task Force, and each Contributor Member may submit a request to a Working Group chair or co-chairs to have an employee included in the Task Group. In addition to the employees appointed by the Promoter Members, the Working Group chair or co-chairs shall select the remaining individuals to serve on the Task Force from the Contributor Member's requests. Additionally, the Executive Committee may appoint individuals to serve on the Task Force from time to time. For reasons of operational efficiency of a Task Force, a Working Group shall have the discretion to limit the size of a Task Force.

SECTION 6.5 SCHEDULE OF MEETINGS

At the first meeting of a Working Group or an established Task Force, a schedule for meetings and completion dates will be proposed.

SECTION 6.6 CONDUCT OF MEETINGS

The Working Groups and Task Forces will maintain minutes of their meetings. The affirmative vote of representatives of at least two-thirds (2/3) of the Promoter or Contributor Members represented on a Working Group and that are eligible to vote, in attendance in person or by electronic means, shall be necessary to adopt any resolution or submit a proposal to the Executive Committee. A majority vote of the representatives serving on a Task Force shall be necessary for the submission of a proposal to a Working Group.

SECTION 6.7 VOTING ELIGIBILITY

Each Promoter or Contributor Member with a representative(s) on a Working Group may have only one (1) vote on matters put before such Working Group. Each Promoter or Contributor Member with a representative on a Working Group must have had a representative (or a substitute representative) present at three (3) of the last four (4) meetings of a Working Group in order for its representative to be eligible to vote.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 7.1 EXECUTION OF INSTRUMENTS

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 7.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Secretary, except in cases where the amount exceeds a maximum limit set by the Executive Committee; in such cases a check shall require the signatures of both the President and the Secretary.

SECTION 7.3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Secretary may select.

ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 8.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of the Executive Committee, committees of the Executive Committee, Working Groups, Task Forces and all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;
- (d) A copy of the Corporation's Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours; and
- (e) A copy of the Corporation's annual return and the exempt status application materials of the Corporation, all of which will be provided to any individual (without charge other than a reasonable fee for any reproduction and mailing costs) who requests, in person or in writing, a copy of such documents.

SECTION 8.2 CORPORATE SEAL

The Executive Committee may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 8.3 MEMBERS' INSPECTION RIGHTS

Every Promoter Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of

the Corporation. Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required by law.

SECTION 8.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 8.5 PERIODIC REPORT

The Executive Committee shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of incorporation of the Corporation, if required by law, and to the Members of this Corporation, if and within the time required by law.

ARTICLE 9 TAX EXEMPT PROVISIONS

SECTION 9.1 LIMITATION ON ACTIVITIES

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(6) of the Code. Without limitation of the foregoing, the Corporation shall not "engage in a regular business of any kind ordinarily carried on for profit" within the meaning of Treasury Regulation section 1.501(c)(6)-1 promulgated under section 501(c)(6) of the Code.

SECTION 9.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

SECTION 9.3 DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed as determined by the Executive Committee, in accordance with provisions of Article Four of the Articles of Incorporation.

ARTICLE 10 AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the “number of Directors currently serving on the Executive Committee” (as this phrase is defined in Section 4.18 of these Bylaws). Notwithstanding the foregoing, (i) Section 3.1 may only be amended as provided in Section 3.1; and (ii) any amendment of a provision requiring a more than a majority vote of a class of Directors or Members may only be amended if passed by more than a majority of the Directors or applicable Member class required by the provision being amended.

ARTICLE 11 CONSTRUCTION OF TERMS

SECTION 11.1 ENFORCEABILITY

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.

SECTION 11.2 REFERENCES TO ARTICLES

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed in the office of the Secretary of State of the State of Texas, as amended from time to time.

ARTICLE 12 MEMBERSHIP PROVISIONS

SECTION 12.1 CLASSES OF MEMBERS — DIFFERENT RIGHTS

The Corporation shall have three (3) separate classes of members: Promoter Members, Contributor Members, and Adopter Members.

Only the class of Promoter Members shall have the right to vote on proposed amendments to these Bylaws. Otherwise, Members shall have such other rights, privileges, benefits, and restrictions established by these Bylaws, by the Executive Committee, or by law.

SECTION 12.2 QUALIFICATIONS FOR MEMBERSHIP CLASSES

The qualifications for membership in this Corporation are as follows:

Subject to Sections 12.3 and 12.4 specifying the Members in or membership criteria for particular classes, membership will be available to all commercial enterprises that are users,

manufacturers, sellers, or suppliers of networking, telecommunications, storage, signal processing or high performance embedded applications products and technologies, or related peripherals, software, or other similar products or services, and that expect to support the design, development or application of hardware or software products that will implement or comply with the Specifications.

All Members shall agree to adhere to (i) an appropriate membership agreement provided by the Corporation, as amended from time to time, (ii) these Bylaws as amended from time to time, and (iii) policies and procedures duly adopted by the Executive Committee.

Government entities, schools and universities, and nonprofit organizations are not eligible for membership. However, the Executive Committee may authorize such entities to otherwise participate in the Corporation's activities, subject to such policies, procedures and limitations as may be established by the Executive Committee.

SECTION 12.3 ADMISSION TO MEMBERSHIP CLASSES

- (a) Promoter Members. The class of Promoter Members shall initially consist of the following companies: Advanced Micro Devices, Inc., Sun Microsystems, Inc., Cisco Systems, Inc., API NetWorks, Inc., Apple Computer, and PMC-Sierra. Additional Promoter Members may be admitted in accordance with the terms of these Bylaws.

After the first year of the Corporation's existence, a Contributor Member whose employee is elected to the Executive Committee in accordance with the terms of these Bylaws, may become a new Promoter Member for a one-year term, provided that the Contributor Member assumes the duties and obligations of a Promoter Member, including, without limitation, the obligation to pay the dues established for Promoter Members and the execution of a Promoter Agreement that is effective for one year. A new Promoter Member that becomes a Promoter Member by reason of this subparagraph shall remain a Promoter Member only for so long as its employee serves as a Director during a one-year term.

A Promoter Member, if it ceases to be a Promoter Member, shall have the right to become a Contributor or Adopter Member if it wishes, unless said Promoter Member's membership was revoked by the Executive Committee. If a Promoter Member's membership is revoked by the Executive Committee, the Promoter Member may become a Contributor or Adopter Member only if a majority of the Executive Committee approves the reentry of the Member into the Corporation.

- (b) Contributor Members. The class of Contributor Members shall consist of commercial enterprises that (i) meet the requirements of Section 12.2, (ii) completion of a membership agreement as a Contributor Member, and (iii) tender the appropriate dues within a deadline established by the Executive Committee.
- (c) Adopter Members. Qualified commercial enterprises may be admitted to membership in the class of Adopter Member upon (i) execution of a membership

agreement as an Adopter Member, (ii) completion of a membership application and (iii) payment of the applicable annual dues as specified by the Executive Committee.

SECTION 12.4 FEES AND DUES

- (a) Amount of Dues. The annual dues payable to the Corporation by each class of Members shall be established and may be changed from time to time by resolution of the Executive Committee. Dues may vary between Member classes and within a class based on reasonable and nondiscriminatory criteria approved by the Executive Committee.
- (b) Contributor and Adopter Members' Dues. Annual dues shall be five thousand US dollars (\$5,000) for Adopter Members and twenty-five thousand US dollars (\$25,000) for Contributor Members.
- (c) Promoter Member Dues. Promoter Members' initial dues shall be forty thousand US dollars (\$40,000) for the first year of the Corporation's existence. The initial dues of the Promoter Members may be paid in two payments with a first payment of twenty-five thousand US dollars (\$25,000) due upon execution of a Promoter Member's Agreement and a second payment of fifteen thousand US dollars (\$15,000) due on October 1, 2001. After the first year of the Corporation's existence, the Promoter Member's annual dues shall be forty thousand US dollars (\$40,000), unless otherwise agreed by the Executive Committee.
- (d) Payment of Dues. Dues shall be due upon becoming a Member of the Corporation or admission to a different class of membership and payable within thirty (30) days of receipt of an invoice from the Corporation by the Member. Annual dues shall be for the twelve (12) months from the date of the Member's joining and shall be due and payable each successive year on that same date provided membership is retained by the Member. If any Member is delinquent by more than sixty (60) days in the payment of dues, such Member's rights, including voting rights, shall be deemed suspended upon written notice from the Corporation until all delinquent dues are paid. A Member is not in good standing if its dues have not been paid within the time required.
- (e) Revocation of Membership. In the event the status of a Member in the Corporation is revoked, the former Member shall not be entitled to a refund of any dues. Additionally, any outstanding dues shall promptly become due and payable, and shall be paid to the Corporation within thirty (30) days of the termination or withdrawal of the Member.
- (f) Acquisition. In the event one Promoter Member is acquired by another Promoter Member, no future installments for dues shall be assessed for the acquired Member and no refunds for dues payments already made shall be given. The foregoing shall not relieve the acquiring Member of its obligation to pay dues in accordance with the

terms of this Agreement or its obligation to pay the Corporation any other fees the acquired Member owed the Corporation.

SECTION 12.5 NUMBER OF MEMBERS

There is no limit on the number of Members that the Executive Committee may admit as Contributor Members and Adopter Members.

SECTION 12.6 MEMBERSHIP RECORDS AND DESIGNATION OF REPRESENTATIVE

The Corporation shall keep a membership record containing the name and address of each Member and the date upon which the applicant became a Member. Termination of the membership of any Member shall be recorded in the record, together with the date of termination of such membership. Such record shall be kept at the Corporation's principal office or at the office of the Secretary. Each Promoter and Contributor Member shall designate in writing one (1) individual as the representative authorized to vote and otherwise act on behalf of that Member, which individual shall represent the Member's interests and not such person's individual interests. Each Promoter and Contributor Member may change its representative by written notice to the Corporation. Each Promoter and Contributor Member may designate in writing a substitute representative to exercise its voting rights at any meeting of Members. The representative and substitute representative must be employees of the Member.

SECTION 12.7 NON-LIABILITY OF MEMBERS

No Member of this Corporation is, as such, individually liable for the particular debts, liabilities, or obligations of the Corporation. A Member exercising management powers or responsibilities for or on behalf of the Corporation will not have personal liability to the Corporation or its Members for damages for any breach of duty in that capacity, provided that nothing in this Section shall eliminate or limit: (a) the liability of any Member if a judgment or other final adjudication adverse to such Member establishes that such Member's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or that such Member personally gained in fact a financial profit or other advantage to which such Member was not legally entitled, or that, with respect to a distribution to Members, such Member's acts were not performed in accordance with the applicable provisions of the Act.

SECTION 12.8 NON-TRANSFERABILITY OF MEMBERSHIPS

No Promoter Member may transfer a membership or any right arising therefrom unless approved by a simple majority of the Executive Committee. Notwithstanding the foregoing, upon written notice to the Corporation, any Contributor or Adopter Member may transfer its membership to a successor to its business, which agrees to be bound by the terms and

conditions of such Member's agreement with the Corporation and these Bylaws. All rights of membership cease upon the Member's dissolution.

SECTION 12.9 AFFILIATED ENTITIES – ONE MEMBER

Notwithstanding status as separate legal entities or payment of more than one (1) membership fee, Affiliates shall be treated as one (1) Member entitled collectively to only one (1) vote. This section shall apply to Members that become Affiliates before or after becoming Members of the Corporation.

SECTION 12.10 TERMINATION OF MEMBERSHIP

The membership of a Member shall terminate upon the occurrence of any of the following events:

- (a) Upon written notice to the Corporation of a Member's decision to terminate its membership in the Corporation in accordance with the provisions of the members' agreement entered into by such Member;
- (b) Upon a failure of a Member to initiate or renew membership by paying dues on or before the due date thereof, such termination to be effective thirty (30) days after a written notification of delinquency is sent to such Member by the Secretary of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification delinquency;
- (c) For cause, after providing the Member with at least thirty (30) days' prior written notice of the proposed termination and the reason(s) therefor and an opportunity to be heard either orally or in writing not less than five (5) days before the effective date of termination, upon a determination by the affirmative vote of the number of Directors currently serving on the Executive Committee, minus one (1): (i) that the Member is in breach of these Bylaws or its membership agreement; (ii) that the Member has failed to satisfy the qualifications for membership; or (iii) that there are other grounds supporting termination that are fair and reasonable under the circumstances.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided, except as otherwise provided in the members' agreement entered into by such Member.

SECTION 12.11 NO OWNERSHIP INTEREST

Members shall not have any ownership interest in the assets of the Corporation.

ARTICLE 13 MEETINGS OF MEMBERS

SECTION 13.1 PLACE OF MEETINGS

Meetings of Members shall be designated from time to time by resolution of the Executive Committee and be held at places and times reflecting the global nature of the Corporation and to encourage maximum participation. Meetings may be held in person or by any combination of audio or video teleconferencing techniques.

SECTION 13.2 ANNUAL AND REGULAR MEETINGS

There shall be an Annual Meeting of Promoter Members and an Annual Meeting of all Members. The Annual Meetings of the Promoter Members shall be held for the purpose of transacting any business that may properly come before the meeting. The Annual Meeting of all Members shall be held for the purpose of transacting any business as may come before the meeting. Other regular meetings of the Members shall be held on dates and at times to be determined by the Executive Committee.

SECTION 13.3 SPECIAL MEETINGS OF THE MEMBERS

Special meetings of the Members for any purpose may be called by the Executive Committee, or by written request of two-thirds (2/3) of the Contributor Members.

SECTION 13.4 NOTICE OF MEETINGS

Unless otherwise provided by these Bylaws or by law, written notice stating the place, day and hour of a meeting of Members and, in the case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be delivered to each Member not less than fourteen (14) nor more than sixty (60) days before the date of the meeting, at the direction of the Executive Committee, President or the Secretary, or the persons calling the meeting by personal delivery, by postal mail, by express mail, or by facsimile transmission. If mailed, such notice shall be deemed to be delivered three (3) days after being deposited in the mail addressed to the Member's prime contact at such Member's address as it appears on the records of the Corporation, with postage prepaid, or, if sent by express mail, such notice shall be deemed delivered on the following business day. If the notice is sent by electronic mail, by facsimile transmission or by other electronic means, the notice shall be deemed delivered the first business day following the day it is sent. If the notice is personally delivered, the notice shall be deemed delivered on the day it is personally delivered.

The notice of any meeting of Members at which Directors are to be elected by the Contributor Members and Promoter Members shall also state the names of all those who are nominees or candidates for election to the Executive Committee at the time notice is given or as soon thereafter as such information is known.

Whenever any notice of a meeting of Members is required to be given to any Member of this Corporation under provisions of these Bylaws or the law of the State of Texas, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 13.5 QUORUM FOR MEMBER MEETINGS

A majority of the Promoter Members and at least twenty-five percent (25%) of the Contributor Members, present in the person of a duly authorized employee or present by proxy, shall constitute a quorum for meetings of the Membership.

SECTION 13.6 MEMBERSHIP ACTION

Every act or decision done or made by a majority of the Promoter Members and the Contributor Members or Delegates thereof at a duly held meeting is the act of the Promoter Members and Contributor Members, unless these Bylaws or provisions of law require a greater number or different method of calculation.

SECTION 13.7 ELECTION OF EXECUTIVE COMMITTEE

Election of individuals nominated by Contributor Members to the Executive Committee in accordance with Section 4.4 of these Bylaws shall be by electronic or written ballot. All Promoter Members and Contributor Members in good standing are entitled to vote for the election of such Directors. Such electronic or written ballots shall be distributed with the notice of the Annual Meeting to those Promoter Members and Contributor Members eligible to vote. Such ballots shall be due by the date specified on the ballot. Each Promoter Member and Contributor Member eligible to vote may vote for Executive Committee nominees up to the number of Director positions that may be filled by Contributor Member nominations (if any) in accordance with Section 4.4. The nominees receiving the highest number of votes shall be elected to the Executive Committee as Directors.

SECTION 13.8 VOTING PROCEDURE

Each Promoter Member and Contributor Member in good standing shall have one (1) vote on each matter submitted to a vote by the Members. Voting on all matters other than election of Directors for the Executive Committee at meetings shall be by a show of hands if held in person, or by voice ballot if held by audio or video teleconferencing, unless otherwise required, or by secret ballot if requested by a majority of any class of Promoter Members or Contributor Members. Results of all ballots shall be duly distributed to all Members within one (1) business day of each ballot.

SECTION 13.9 ACTION BY WRITTEN OR ELECTRONIC BALLOT

Except as otherwise provided under these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written or electronic ballot to each Promoter Member and Contributor Member.

The ballot shall:

- (a) Set forth the proposed action;

- (b) Provide an opportunity to specify approval or disapproval of each proposal;
- (c) State the percentage of approvals necessary to pass the measure submitted; and
- (d) Specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Promoter Members and Contributor Members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws. Promoter Members and Contributor Members wishing to disapprove or make other comments regarding a proposed action shall be free to make their views known to other Members.

SECTION 13.10 CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the President or, in the President's absence, by another individual serving on the Executive Committee or, in the absence of all of these persons, by the Secretary. The Secretary of the Corporation shall act as secretary of all meetings of Members, provided that, in the Secretary's absence or when the Secretary is presiding, the presiding officer shall appoint another person to act as secretary of the Meeting.

Meetings shall be conducted to allow for active, fair and open participation by all Members attending the meeting. All Members shall have the right to express opinions on the subject matter, whether or not the opinions differ from those of the majority. Where a decision is called for, it shall be determined by voice vote, and each Promoter Member or Contributor Member shall have the opportunity to vote on the outcome. Meetings may not be adjourned until questions, opinions and comments from all participating Members are voiced and duly recorded by the presiding officers, subject to reasonable limitations on the time and duration of meetings.

ARTICLE 14 SPECIFICATIONS DEVELOPMENT

Before approving Specifications, design guidelines, or other documentation in furtherance of the purpose of the Corporation, the Executive Committee shall adopt and publish to the Membership, policies and procedures for the development and approval of such documents. Such policies and procedures shall be in conformity with these Bylaws and approved by the affirmative vote of two-thirds (2/3) of the number of Directors on the Executive Committee. The policies and procedures shall give Working Groups and Members the opportunity to make proposals for changes or additions to the Specifications, design guidelines, and other documentation. The policies and procedures shall also give Members a reasonable opportunity, but no less than sixty (60) days, to review draft Specifications, design guidelines and other documentation, before such documents are finally released by the Executive Committee.

ARTICLE 15 ANTITRUST

Each Member acknowledges that the Members are committed to fostering competition in the development of new products and services and that the Specifications are intended to promote such competition. The Members further acknowledge that some of them may compete with one another in various lines of business and agree that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws and regulations. Without limiting the generality of the foregoing, the Members shall not discuss issues relating to absolute or particular product costs, product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or any other topic that would be prohibited by applicable antitrust laws. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting according to these Bylaws regarding the importance of limiting their discussions to subjects that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

Each Member consents to the Corporation's giving notice of Member's membership in the Corporation to the extent necessary for the Corporation to invoke the protection of the National Cooperative Research and Production Act of 1993. (15 U.S.C. §§4301 et seq.)

ARTICLE 16 VOLUNTARY DISSOLUTION

The Corporation may dissolve voluntarily upon the affirmative vote of unanimous minus one (1) of the Promoter Members. In addition, the Corporation shall dissolve if less than three (3) Directors are appointed or elected to serve on the Executive Committee.

In the event that the Corporation shall be dissolved or wound up at any time, all of the remaining properties, monies, and assets of the Corporation, after provision has been made for its known debts and liabilities as provided by law, shall be distributed in the manner determined by the Executive Committee, in accordance with the requirements of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE 17

CONFLICTS OF INTEREST

SECTION 17.1 PURPOSE

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

SECTION 17.2 DEFINITIONS

(a) Interested Person. Any director, principal officer, or member of a committee with Executive Committee-delegated powers who has a direct or indirect Financial Interest, as defined below, is an "Interested Person."

(b) Financial Interest. A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment or family:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

SECTION 17.3 PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of such person's Financial Interest and all material facts relating thereto to the Executive Committee and members of committees with Executive Committee-delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts relating thereto, and after any discussion thereof, the Interested Person shall leave the Executive Committee or committee meeting while the Financial Interest is discussed and voted upon. The remaining Executive Committee or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(1) An Interested Person may make a presentation at the Executive Committee or committee meeting, but after such presentation, such Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(2) The President or the Chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Executive Committee or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Executive Committee or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Executive Committee or a committee has reasonable cause to believe that a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the Member and making such further investigation as may be warranted in the circumstances, the Executive Committee or committee determines that the Member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 17.4 RECORDS OF PROCEEDINGS

The minutes of the Executive Committee and all committees with Executive Committee-delegated powers shall contain:

(a) Names of Persons with Financial Interest. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee' or committee's decision as to whether a conflict of interest in fact existed.

(b) Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

SECTION 17.5 COMPENSATION COMMITTEES

A Promoter Member or Contributor Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Member's compensation.

SECTION 17.6 ANNUAL STATEMENTS

Each Director, officer and member of a committee with Executive Committee-delegated powers shall annually sign a statement, which affirms that such person

- (a) has received a copy of the conflicts of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and
- (d) understands that the Corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 17.7 PERIODIC REVIEWS

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic reviews.

ARTICLE 18 MISCELLANEOUS

SECTION 18.1 FREEDOM OF ACTION

Neither participation in the Corporation nor the Corporation's approval or release of a Specification shall require any Member to use or implement the Specification; preclude any Member from developing or employing additional, competing, or alternative products or specifications; or foreclose any Member from taking a different course of action should any Member so desire. No provision of these Bylaws or any membership agreement shall be interpreted to prevent any Member from engaging in any other activities or business ventures, independently or with others, whether or not competitive with the activities

contemplated herein or those of any Member and regardless of the effect thereof on the Corporation.

SECTION 18.3 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION 18.3 GOVERNING LAW

These Bylaws shall be governed by, and construed in accordance with, the laws of the State of Texas.

These Bylaws were adopted by the Executive Committee effective as of July 16, 2001.

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